contd. A4

m is 0 or 1;

l is 0 or 1

B1 Cont

r is 0 or 1; and

q is 1.

REMARKS

The marked-up versions of this amendment are found on separate sheets attached to this amendment and titled "Marked-Up Version of Rewritten Specification" and "Marked-Up Version of Rewritten Claims". It is respectfully requested that the amendment above be entered before examination of the application.

Respectfully submitted,

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Marked-Up Version of Rewritten Specification-Docket No.PH-7268
Serial No.: 10/027,505

The subject matter to be added is in bold and underlined and the subject matter to be deleted is in bold and has been bracketed with square brackets.

Please delete line 5 of page 49 and replace with the new paragraph below as follows.

X is CHR^{16}**N**R^{17};

Please delete line 25 of page 55 and replace with the new paragraph below as follows.

X is CHR^{16}**N**R^{17};

Marked-Up Version of Rewritten Claims-Docket No. PH-7268
Serial No.: 10/027,505

The subject matter to be added is in bold and underlined and the subject matter to be deleted is in bold and has been bracketed with square brackets.

8. (AMENDED) The compound of claims 1-7, wherein:

X is CHR^{16}**N**R^{17};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rSR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$, $(CR'R')_rOC(O)R^{4b}$, $(CR'R')_rNR^{4f}C(O)OR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rS(O)_pR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}S(O)_2R^{4b}$, $(CR'R')_rNR^{4f}S(O)_2$ $NR^{4a}R^{4a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

R^5, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R'')_rNR^{5f}S(O)_2R^{5b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-

butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl; and

R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

13. (AMENDED) The compound of claims 11-12, wherein

X is $CHR^{16}\underline{N}R^{17}$;

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3, CF_2CF_3, CF_2H, OCF_3, Cl, Br, I, F, SCF_3, $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl;

Z is -C(O)-;

R^1 is selected from phenyl substituted with 0-3 R^4, and a 5-10 membered heteroaryl system substituted with 0-2 R^4, wherein the heteroaryl is selected from indolyl, and pyridyl;

R^2 is phenyl substituted with 0-2 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2)-phenyl;

alternatively, R^3 and R^{12} join to form cyclopropyl, cyclopentyl or cyclohexyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3, $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3,OCF_3, SCH_3, SO_2CH_3, Cl, F, Br, CN;

alternatively, two R^4 join to form -O-(CH_2)-O-;

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $C(O)OCH_3$, $C(O)NHCH_2CH_3$;

R^7, R^9, and R^{11} are H;

R^8 is H;

R^{10} is selected from H and methyl;

R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 or 1;

l is 0 or 1

r is 0 or 1; and

q is 1.